

EXHIBIT F

UNITED STATES DISTRICT COURT
DISTRICT OF SOUTH CAROLINA
COLUMBIA DIVISION

Civil Action Number 3:18-cv-00505-MBS

In re SCANA CORPORATION PUBLIC
SHAREHOLDERS LITIGATION

This Document Relates To:
ALL ACTIONS

VIDEO DEPOSITION OF GREGORY E. ALIFF
April 2, 2021

1 A. No, I do not.

2 MR. WISSBROECKER: All right. Why don't
3 we just take a lunch break now --

4 MR. GREENE: Sounds good.

5 MR. WISSBROECKER: -- and come back.

6 THE VIDEOGRAPHER: We are going off the
7 record. The time is 12:28.

8 (Lunch recess taken.)

9 THE VIDEOGRAPHER: We are back on the
10 record. The time is 1:32. This is Media Unit 3 in
11 the deposition of Greg Aliff.

12 MR. WISSBROECKER: I'm going to mark
13 this as Exhibit 7. It's Number 6, Teo.

14 (Deposition Exhibit 7 was marked.)

15 Q. (BY MR. WISSBROECKER) So Exhibit 7 is
16 an email from Kevin Marsh to members of the board,
17 dated January 9, 2017.

18 A. Yes.

19 Q. Mr. Aliff, do you recall this email
20 exchange with Mr. Marsh about the Westinghouse issues?

21 A. I do recall, yes.

22 Q. Okay. What do you recall about the
23 context of this discussion?

24 A. Pretty much what it says here, that they
25 met with Westinghouse, that they got this commitment

1 that they would be continuing with the construction,
2 you know, that they'd incurred write-downs associated
3 with the acquisition of Stone & Webster or CB&I, and
4 that there would be more information to come once
5 this -- once the numbers were available from Toshiba
6 and Westinghouse.

7 Q. And did the board discuss the
8 possibility that Westinghouse was headed for
9 bankruptcy as a result of these write-downs?

10 A. I don't recall any specific discussions
11 about heading to bankruptcy, no.

12 Q. Do you recall discussing that the
13 company was hiring bankruptcy attorneys at this point
14 to guard against the issues with Westinghouse?

15 A. Within the context of this particular
16 message from Kevin, no.

17 Q. Was it -- do you recall having those
18 discussions before receiving this message about
19 Westinghouse?

20 A. I remember -- you know, as we discussed
21 previously, there was those -- there were discussions
22 about getting bankruptcy counsel in, specifically
23 talking about negotiating -- continuing negotiations
24 with Westinghouse.

25 Q. Was that before or after receiving this

1 particular message?

2 A. You know, I don't recall.

3 Q. Somewhere about the same time, though?

4 A. It would have been sometime in, you
5 know, late 2016 most likely.

6 Q. Okay. Do you recall -- when you gave
7 your interview to the Department of Justice, did they
8 ask you about the timing of when you first became
9 aware of the Westinghouse potential bankruptcy?

10 A. I don't recall.

11 Q. So you may have -- that may have been
12 part of the interview; you just don't remember?

13 A. It could have been, yes.

14 Q. So you think right about December 2016,
15 November, somewhere around there is when you first
16 became aware of the bankruptcy potential for
17 Westinghouse?

18 A. I don't know that I would characterize
19 it as the bankruptcy potential for Westinghouse as
20 much as the issues that were known to be surrounding
21 Toshiba --

22 Q. Okay.

23 A. -- and the potential implications of
24 Toshiba and their guarantees.

25 Q. And that's when you became aware that

1 the company was going to hire bankruptcy counsel?

2 A. Again, I don't recall exactly when we
3 decided to get bankruptcy counsel.

4 Q. You just think the late 2016 time frame?

5 A. It would have been sometime after the
6 discussions -- after the revelations around Toshiba,
7 yes.

8 Q. You say -- when did you first become
9 aware of the revelations around Toshiba?

10 A. Again, I don't recall the exact time
11 frame. We were aware of the accounting scandal that
12 Toshiba had experienced. This was all, quite frankly,
13 from what was being reported to us by Kevin Marsh from
14 what was, you know, in the news, that Toshiba had had
15 an accounting scandal, as I recall, and that they were
16 having difficulties reissuing their financial
17 statements, that it had impacted their credit ratings.

18 Q. And then this issue with Westinghouse
19 arose -- began in 2017, or was it before that? Do you
20 recall?

21 MR. GREENE: Objection to form.

22 A. Yeah, I don't recall, but, again, the
23 issue that we were focused on at the time was the
24 Toshiba guaranty issue.

25 MR. CHAPIN: I'm sorry to interrupt.

A. No, it doesn't reflect. No, that's not the case.

A. I don't -- not of Westinghouse's financial issues, no.

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Q. But you were aware of these issues, right, of potential write-downs as of January 9th, 2017, is the latest?

A. Yes, we were aware that they were talking about potential write-downs.

Q. What is abandonment accounting? What is that?

A. I guess at the highest level, it is when a decision is made not to continue with any sort of a project and you have recorded on your balance sheet certain assets associated with -- with that project, and you have to step back and say what is the -- you know, what is the general accepted accounting principles, accounting requirements I need to follow that's associated with the abandonment.

Q. And that was the -- so do you recall any discussions of abandonment accounting in 2017?

1 Q. (BY MR. WISSBROECKER) And when did you
2 first become aware of the government's focus in this
3 late 2016 time frame for their criminal charges
4 against Mr. Marsh?

5 MR. GREENE: Objection to form.

6 A. Only as discussed with counsel.

7 Q. (BY MR. WISSBROECKER) And so if later
8 testimony comes out that reinforces your knowledge
9 about the Westinghouse bankruptcy and this abandonment
10 accounting, your testimony is honest on this point;
11 there wouldn't be any reason to call up Mr. May and
12 let him know you committed perjury, right?

13 MR. GREENE: Objection to form.

14 A. I'm under oath, and I've made my
15 statements under oath.

16 Q. (BY MR. WISSBROECKER) I just want to
17 remind you of the context as we go on.

18 A. Okay.

19 MR. WISSBROECKER: All right. So we'll
20 mark this as Exhibit 9, and, Teo, this is Number 8 on
21 our list.

22 (Deposition Exhibit 9 was marked.)

23 A. Okay.

24 Q. (BY MR. WISSBROECKER) Do you recall
25 receiving this email from Kevin Marsh?

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A. I do.

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Q. Did the SCANA board discuss whether or

1 not this information should be disclosed to regulators
2 at this point?

3 A. I don't recall any discussions among the
4 board at this point in time, no.

5 Q. Did you personally think that it was
6 time to let regulators know what was going on with
7 Westinghouse and Toshiba at this point?

8 A. By regulators, who are you referring to?

9 Q. Let's look at the -- back at the plea.
10 South Carolina Public Service Commission, Office of
11 Regulatory Staff, did you personally think they should
12 be informed about this looming bankruptcy from
13 Westinghouse that could affect the nuclear project?

14 MR. GREENE: Objection to form.

15 A. I don't recall any personal thoughts
16 around that at this point in time. What I do recall
17 associated with this was whether this was the type of
18 information that required an 8-K to be filed with the
19 Securities and Exchange Commission.

20 Q. (BY MR. WISSBROECKER) Did you think it
21 was a good idea to file an 8-K at this point?

22 A. The question was raised as to whether it
23 should or should not be.

24 Q. Who raised that question?

25 A. I would have raised that question in my

1 capacity as the chair of the audit committee.

2 Q. At the time this email was sent or
3 after?

4 A. It would have been -- I'm assuming -- to
5 the best of my recollection, it would have been at the
6 time that this email was sent.

7 Q. So you questioned whether or not you --
8 did you think it was a good idea or were you just
9 hypothetically asking?

10 A. I just questioned it from a legal
11 standpoint. I'm not the expert on what constitutes an
12 event that requires -- from a legal standpoint, what
13 constitutes an event that requires the filing of an
14 8-K.

15 Q. And why did you -- why did you raise
16 that possibility? Do you recall what your thought
17 process was?

18 A. My thought process is that when there
19 are material events that have happened, they often
20 require the filing of an 8-K.

21 Q. And so you knew that this was nonpublic
22 information you were in possession of at this point,
23 right?

24 A. No, I knew that there were public
25 reports out there at this point in time, like this

1 Q. (BY MR. WISSBROECKER) Okay. Why did
2 the board engage Morgan Stanley and RBC in late 2016
3 to look at potential purchasers for the company? Do
4 you recall?

5 A. Yes, I do.

6 Q. Why?

7 A. Well, at that point in time, there were
8 lots of -- there was a lot of M&A activity going on in
9 the utility industry. We were a relatively small
10 company compared to a lot of the other companies, and
11 as I recall, Kevin approached the board and said he
12 felt that it would be prudent for us to be prepared in
13 the event that we were approached by other companies
14 that wanted to entertain a potential acquisition. It
15 would be prudent for us to be prepared, and it would
16 be prudent for us to have the advice of investment
17 bankers, have them available to us; and it would be
18 prudent for understand at least what they believed was
19 the value of the company.

20 Q. And so that Project Sedona in late 2016
21 was prompted by Kevin Marsh, right?

22 A. It was Kevin's suggestion to the board,
23 and the board concurred.

24 Q. And in light of the fact that you now
25 know that Kevin Marsh was withholding information that

1 he had about cost overruns and delays in the project,
2 does that give you any reason to -- concern about
3 Mr. Marsh raising the possibility of a sale at that
4 time?

5 MR. GREENE: Objection to form.

6 A. Again, all I know about the allegations
7 against Mr. Marsh are what I know through discussions
8 with counsel. I would say at that point in time we as
9 a board felt like that we had -- we had recently gone
10 through the process of executing a fixed price --
11 getting the fixed price contract. We believed that
12 everything was going very -- yes, we were -- we were
13 having challenges with the construction, but things
14 were going well. There were -- you know, there were
15 overtures of others that were potentially interested.
16 You know, they weren't making any formal offers or
17 anything like that, but others, I think, had -- in
18 side bar conversations to Kevin was representing to us
19 were interested in potential -- were we interested in
20 potentially entertaining opportunities. So, yes, we
21 felt that like we had an obligation at that point in
22 time to make sure we were doing what was best for the
23 shareholders in terms of shareholder value.

24 Q. (BY MR. WISSBROECKER) But looking back
25 as you sit here today, does it -- does it cause you

1 MR. GREENE: Objection to form.

2 Q. (BY MR. WISSBROECKER) So -- I mean,
3 looking back on it, does that cause you concern,
4 having taken his recommendation that it's a good time
5 to sell the company, not knowing that he was actively
6 defrauding regulators, shareholders, it sounds like
7 the board too?

8 A. Maybe -- let me answer your question
9 this way. If I had known what the situation was at
10 that point in time, then we would have come to a
11 different conclusion -- I'm pretty sure we would have
12 asked a lot more questions, and we would have much
13 more wanted to understand what was going on before we
14 believed it was a prudent thing to do, to go out and
15 see if there were interested parties.

16 Q. All right. And so going back to the
17 minutes -- thank you for that. Going back to the
18 minutes, you stated that in February 2017, the board
19 had made a terminate -- excuse me. Let me start that
20 again. It was noted that in February 2017, the board
21 had made a determination to terminate the
22 consideration of Project Sedona and that there had
23 no -- been no discussion with either Morgan Stanley or
24 RBC about the company's strategic alternatives. So
25 why was that decision made in February of 2017 to